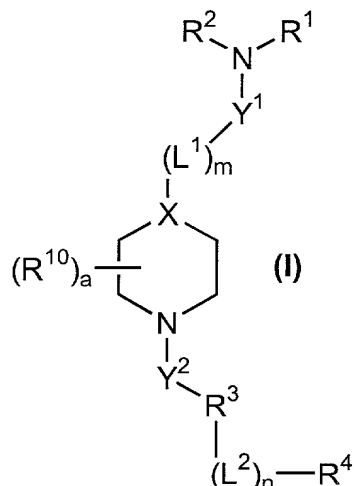


We Claim:

1. A compound of the formula (I)



- 5 wherein
 a is an integer selected from 0 to 2;
 R^{10} is selected from the group consisting of C_{1-6} alkyl, aryl, C_3 -
 C_8 cycloalkyl, aralkyl, heteroaryl, heteroaryl- C_{1-6} alkyl, heterocycloalkyl and
heterocycloalkyl- C_{1-6} alkyl; wherein the aryl, cycloalkyl, aralkyl, heteroaryl or
10 heterocycloalkyl group may be optionally substituted with one to four
substituents independently selected from halogen, hydroxy, C_{1-6} alkyl,
halogenated C_{1-6} alkyl, C_{1-6} alkoxy, halogenated C_{1-6} alkoxy, nitro, cyano, amino,
 C_{1-4} alkylamino, di(C_{1-4} alkyl)amino, C_{1-6} alkylsulfonyl, C_{1-6} alkoxysulfonyl or
halogenated C_{1-6} alkylsulfonyl;
15 X is selected from the group consisting of CH, C(C_1 - C_6 alkyl) and N;
 m is an integer selected from 0 and 1;
 L^1 is selected from the group consisting of C_1 - C_6 alkyl;
 Y^1 is selected from the group consisting of C(O) and C(S);
 R^1 and R^2 are each independently selected from the group consisting of
20 hydrogen, C_1 - C_6 alkyl, aryl, aralkyl, C_3 - C_8 cycloalkyl, C_3 - C_8 cycloalkyl- C_{1-6} alkyl,
heteroaryl, heteroaryl- C_{1-6} alkyl, heterocycloalkyl and heterocycloalkyl- C_{1-6} alkyl;
wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be
optionally substituted with one or more substituents independently selected

from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino, di(C₁-C₄alkyl)amino, heteroaryl or heterocycloalkyl;

- alternatively, R¹ and R² may be taken together with the nitrogen atom to
 5 which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl and thiomorpholinyl;

Y² is selected from the group consisting of CH₂, C(O), C(S) and SO₂;

- R³ is selected from the group consisting of aryl, aralkyl, C₃-C₈cycloalkyl,
 10 heteroaryl, heterocycloalkyl, C₃₋₈cycloalkyl-C₁₋₆alkyl and heterocycloalkyl-C₁₋₆alkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one of more substituents independently selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino, di(C₁-
 15 C₄alkyl)amino or $-(L^2)_n-R^4$;

n is an integer selected from 0 and 1;

L² is selected from the group consisting of C₁-C₈alkyl, C₂-C₈alkenyl, C₂-C₈alkynyl, C(O), C(S), SO₂ and (A)₀₋₁-Q-(B)₀₋₁;

- where A and B are each independently selected from C₁-C₆alkyl, C₂-
 20 C₆alkenyl and C₂-C₆alkynyl;

where Q is selected from the group consisting of NR⁵, O and S;

- where R⁵ is selected from the group consisting of hydrogen, C₁-C₆alkyl, aryl, aralkyl, C₃₋₈cycloalkyl, heteroaryl, heterocycloalkyl, C(O)-C₁-C₆alkyl, C(O)-aryl, C(O)-aralkyl, C(O)-heteroaryl, C(O)-heterocycloalkyl, SO₂-C₁-C₆alkyl, SO₂-
 25 aryl, SO₂-aralkyl, SO₂-heteroaryl, SO₂-heterocycloalkyl and -CHR⁶R⁷;

- wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino or di(C₁-
 30 C₄alkyl)amino;

where R⁶ and R⁷ are each independently selected from the group consisting of hydrogen, C₁₋₆alkyl, aryl, aralkyl, C₃₋₈cycloalkyl, heteroaryl,

heterocycloalkyl, C(O)-C₁₋₆alkyl, C(O)aryl, C(O)-C₃₋₈cycloalkyl, C(O)-heteroaryl and C(O)-heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆ alkoxy,

5 halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino or di(C₁-C₄alkyl)amino;

R⁴ is selected from the group consisting of aryl, aralkyl, C₃-C₈cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one or more substituents

10 independently selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆ alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino or di(C₁-C₄alkyl)amino;

provided that when a is 0; X is CH; m is 1; L¹ is CH₂; R³ is phenyl; n is 0; and R⁴ is phenyl, wherein the phenyl group may be optionally substituted with one substituent selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆ alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino or di(C₁-C₄alkyl)amino, and wherein the R⁴ group is bonded to the R³ group in the para position;

20 then R¹ and R² are each independently selected from the group consisting of hydrogen, C₂-C₆alkyl, aryl, aralkyl, C₃-C₈cycloalkyl, C₃-C₈cycloalkyl-C₁₋₆alkyl, heteroaryl, heteroaryl-C₁₋₆alkyl, heterocycloalkyl and heterocycloalkyl-C₁₋₆alkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino, di(C₁-C₄alkyl)amino, heteroaryl or heterocycloalkyl;

alternatively, R¹ and R² may be taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl and thiomorpholinyl;

provided further that when a is 0; X is N; m is 1; L¹ is CH₂; Y² is C(O) or C(S); n is 1; L² is O; R⁴ is phenyl, wherein the phenyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino or di(C₁-C₄alkyl)amino; and R¹ and R² are each independently selected from the group consisting of hydrogen and C₁-6alkyl;

then R³ is selected from the group consisting of aryl, aralkyl, C₃-C₈cycloalkyl, heteroaryl other than thienopyridinyl, heterocycloalkyl, C₃-C₈cycloalkyl-C₁₋₆alkyl and heterocycloalkyl-C₁₋₆alkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one of more substituents independently selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino, di(C₁-C₄alkyl)amino or -(L²)_n-R⁴;

provided further that when a is 0; X is N; m is 1; L¹ is CH₂; Y² is C(O) or C(S); n is 0; R¹ and R² are taken together with the nitrogen to which they are bound to form pyrrolidinyl; and R⁴ is pyridyl;

then R³ is selected from the group consisting of aryl, aralkyl, C₃-C₈cycloalkyl, heteroaryl, heterocycloalkyl other than thiazolidinyl; C₃-C₈cycloalkyl-C₁₋₆alkyl and heterocycloalkyl-C₁₋₆alkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one of more substituents independently selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino, di(C₁-C₄alkyl)amino or -(L²)_n-R⁴;

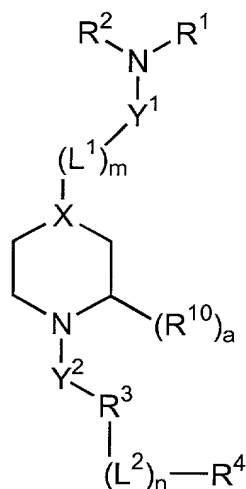
provided further that when R¹ and R² are each independently selected from the group consisting of hydrogen and C₁₋₆alkyl, or R¹ and R² are taken together with the nitrogen atom to which they are bound to form morpholinyl or pyrrolidinyl; a is 0; X is N; m is 1; L¹ is CH₂; Y² is C(O) or C(S); n is 0; and R⁴ is phenyl, wherein the phenyl is optionally substituted with one or more

substituents independently selected from C₁-C₆alkyl, C₁-C₆alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy or nitro;

- then R³ is selected from the group consisting of aryl, aralkyl, heteroaryl, heterocycloalkyl, C₃₋₈cycloalkyl-C₁₋₆alkyl and heterocycloalkyl-C₁₋₆alkyl; wherein
- 5 the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one substituent selected from halogen, hydroxy, C₁-C₆alkyl, C₁-C₆alkoxy, halogenatedC₁-C₆alkyl, halogenatedC₁-C₆alkoxy, nitro, cyano, amino, C₁-C₄alkylamino or di(C₁-C₄alkyl)amino;

- 10 and pharmaceutically acceptable salts thereof.

2. A compound as in Claim 1 of the formula



wherein

- 15 a is 0 to 1;
 R¹⁰ is selected from the group consisting of C₁-C₄alkyl and aralkyl;
 X is selected from the group consisting of CH, C(methyl) and N;
 m is an integer selected from 0 or 1;
 L¹ is selected from the group consisting of C₁-C₄alkyl;
 20 Y¹ is C(O);
 R¹ and R² are each independently selected from the group consisting of hydrogen, C₁₋₄alkyl, aryl, aralkyl, C₃₋₈cycloalkyl-C₁-C₄alkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl or heteroaryl may be optionally

substituted with one to two substituents independently selected from halogen, hydroxy, C₁-C₄alkyl, C₁-C₄alkoxy, trifluoromethyl, trifluoromethoxy, C₁-C₄alkylamino, di(C₁-C₄alkyl)amino or heterocycloalkyl;

alternatively, R¹ and R² may be taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl and thiomorpholinyl; Y² is C(O);

R³ is selected from the group consisting of aryl and heteroaryl; wherein the aryl or heteroaryl may be optionally substituted with one to two substituents independently selected from C₁-C₄alkyl, trifluoromethyl or $-(L^2)_n-R^4$;

n is an integer selected from 0 or 1;

L² is selected from the group consisting of C₁-C₆alkyl, C₂-C₆alkenyl, C₂-C₆alkynyl and (A)₀₋₁-Q-(B)₀₋₁;

where A and B are each independently selected from C₁-C₄alkyl;

where Q is selected from the group consisting of NR⁵, O and S;

where R⁵ is selected from the group consisting of hydrogen, C₁-C₄alkyl, C(O)-C₁-C₆alkyl, C(O)-aryl, C(O)-aralkyl, C(O)-heteroaryl, C(O)-heterocycloalkyl and $-CHR^6R^7$; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one to two substituents independently selected from halogen, C₁-C₄alkyl, C₁-C₄alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, amino, C₁-C₄alkylamino or di(C₁-C₄alkyl)amino;

where R⁶ and R⁷ are each independently selected from the group consisting of hydrogen, C₁₋₄alkyl, aryl, aralkyl, C₃₋₈cycloalkyl, heteroaryl, heterocycloalkyl, C(O)-C₁₋₆alkyl, C(O)aryl, C(O)-C₃₋₈cycloalkyl, C(O)-heteroaryl and C(O)-heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C₁-C₄alkyl, C₁-C₄alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, amino, C₁-C₄alkylamino or di(C₁-C₄alkyl)amino;

R⁴ is selected from the group consisting of aryl, heteroaryl and heterocycloalkyl; wherein the aryl group may be optionally substituted with one

to two substituents independently selected from halogen, hydroxy, C₁-C₄alkyl, C₁₋₄alkoxy, trifluoromethyl or amino;

provided that when a is 0; X is CH; m is 1; L¹ is CH₂; R³ is phenyl; n is 0; and R⁴ is phenyl, wherein the phenyl group may be optionally substituted with one substituent selected from halogen, hydroxy, C₁-C₄alkyl, C₁-C₄alkoxy, trifluoromethyl or amino, and wherein the R⁴ group is bonded to the R³ group in the para position;

then R¹ and R² are each independently selected from the group consisting of hydrogen, C₂₋₄alkyl, aryl, aralkyl, C₃₋₈cycloalkyl-C₁-C₄alkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl or heteroaryl may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C₁-C₄alkyl, C₁-C₄alkoxy, trifluoromethyl, trifluoromethoxy, C₁-C₄alkylamino, di(C₁-C₄alkyl)amino or heterocycloalkyl;

alternatively, R¹ and R² may be taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl and thiomorpholinyl;

provided further that when a is 0; X is N; m is 1; L¹ is CH₂; Y² is C(O); n is 1; L² is O; R⁴ is phenyl, wherein the phenyl may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C₁-C₄alkyl, C₁-C₄alkoxy, trifluoromethyl or amino; and R¹ and R² are each independently selected from the group consisting of hydrogen and C₁₋₄alkyl;

then R³ is selected from the group consisting of aryl and heteroaryl other than thienopyridinyl; wherein the aryl or heteroaryl may be optionally substituted with one to two substituents independently selected from C₁-C₄alkyl, trifluoromethyl or -(L²)_n-R⁴;

provided further that when R¹ and R² are each independently selected from the group consisting of hydrogen and C₁₋₄alkyl, or R¹ and R² are taken together with the nitrogen atom to which they are bound to form morpholinyl or

pyrrolidinyl; a is 0; X is N; m is 1; L¹ is CH₂; Y² is C(O); n is 0; and R⁴ is phenyl, wherein the phenyl is optionally substituted with one or two substituents independently selected from C₁-C₄alkyl, C₁-C₄alkoxy or trifluoromethyl;

then R³ is selected from the group consisting of aryl and heteroaryl;

- 5 wherein the aryl or heteroaryl may be optionally substituted with one substituent selected from C₁-C₄alkyl or trifluoromethyl; and pharmaceutically acceptable salts thereof.

3. A compound as in Claim 2 wherein

- 10 X is selected from the group consisting of CH and N;
m is 1;

R¹ is selected from the group consisting of hydrogen and C₁₋₄alkyl;

- R² is selected from the group consisting of C₁₋₄alkyl, aryl, aralkyl, C₃₋₈cycloalkyl-C₁₋₄alkyl and heteroaryl; wherein the aryl or aralkyl may be
15 optionally substituted with one to two substituents independently selected from halogen, hydroxy, C₁-C₄alkyl, C₁-C₄alkoxy, trifluoromethyl, trifluoromethoxy, di(C₁-C₄alkyl)amino or heterocycloalkyl;

- alternatively, R¹ and R² may be taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure
20 selected from the group consisting of pyrrolidinyl, piperidinyl and morpholinyl;

R³ is selected from the group consisting of aryl and heteroaryl; wherein the aryl or heteroaryl may be optionally substituted with a substituent selected from C₁-C₄alkyl or trifluoromethyl;

- L² is selected from the group consisting of C₁-C₄alkyl, C₂-C₆alkenyl, C₂-C₆alkynyl, NH-C₁₋₄alkyl, C₁₋₄alkyl-N(C₁₋₄alkyl)-C₁₋₄alkyl and C₁₋₄alkyl-N(C(O)C₁₋₄alkyl)-C₁₋₄alkyl;
25

- provided that when a is 0; X is CH; L¹ is CH₂; R³ is phenyl; n is 0; and R⁴ is phenyl, wherein the phenyl group may be optionally substituted with one
30 substituent selected from halogen, hydroxy, C₁-C₄alkyl, C₁-C₄alkoxy, trifluoromethyl or amino, and wherein the R⁴ group is bonded to the R³ group in the para position;

then R^1 is selected from the group consisting of hydrogen and C_{2-4} alkyl;

R^2 is selected from the group consisting of C_{2-4} alkyl, aryl, aralkyl, C_{3-8} cycloalkyl- C_{1-4} alkyl and heteroaryl; wherein the aryl or aralkyl may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, trifluoromethyl, trifluoromethoxy, di(C_1 - C_4 alkyl)amino or heterocycloalkyl;

alternatively, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl and morpholinyl;

and pharmaceutically acceptable salts thereof.

4. A compound as in Claim 3 wherein

R^{10} is selected from the group consisting of methyl and benzyl;

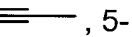
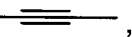
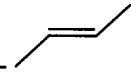
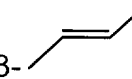
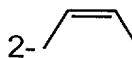
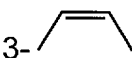
L^1 is selected from the group consisting of CH_2 and CH_2CH_2 ;


R^2 is selected from the group consisting of $-CH_2$ -(3-trifluoromethylphenyl), $-CH_2$ -cyclohexyl, $-CH_2$ -(3,5-dimethoxyphenyl), $-CH_2$ -(4-trifluoromethylphenyl), $-CH_2$ -(3,5-ditrifluoromethylphenyl), 3-trifluoromethoxyphenyl, $-CH_2$ -(4-dimethylaminophenyl), phenyl, benzyl, 2-fluorophenyl, 4-fluorophenyl, 2,4-difluorophenyl, 2,6-difluorophenyl, 4-hydroxyphenyl, 4-dimethylamino-phenyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 4-pyridyl-methyl, 4-morpholinyl-phenyl, 4-piperidinyl-phenyl, methyl, isopropyl, 4-methoxyphenyl, 4-trifluoromethylphenyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-quinolinyl, 6-quinolinyl, and 8-quinolinyl;

alternatively, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl and morpholinyl;

R^3 is selected from the group consisting of phenyl, methylphenyl, trifluoromethylphenyl, 4-oxazolyl and 3-(2-trifluoromethyl-furyl);

L^2 is selected from the group consisting of 2-, 3-,

4-, 5-, 2-, 3-, 2-, 3-, 4-

, 2-CH₂CH₂, 3-CH₂-CH₂, 4-CH₂-CH₂, NH-CH₂, CH₂-N(CH₃)-CH₂, CH₂-N(CH₃)-CH₂CH₂, CH₂-N(C(O)CH₃)-CH₂ and CH₂-N(C(O)CH₃)-CH₂CH₂;

- R⁴ is selected from the group consisting of phenyl, 1-naphthyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 3-hydroxyphenyl, 2-methylphenyl, 3-aminophenyl, 4-methoxyphenyl, 4-chlorophenyl, 2-thienyl, 3-thienyl, 3,5-di(trifluoromethyl)-phenyl, 1-imidazolyl, 2-benzimidazolyl, 1-pyrrolidinyl, 2-furyl and 2-tetrahydrofuryl;

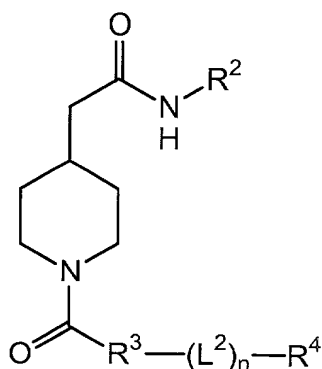
- provided that when a is 0; X is CH; L¹ is CH₂; R³ is phenyl; n is 0; and R⁴ is phenyl, 4-chlorophenyl, 3-hydroxyphenyl, 2-methylphenyl, 4-methoxyphenyl or 3-aminophenyl; and wherein the R⁴ group is bonded to the R³ group in the para position;

then R¹ is selected from the group consisting of hydrogen and C₂₋₄alkyl;

- R² is selected from the group consisting of -CH₂-(3-trifluoromethylphenyl), -CH₂-cyclohexyl, -CH₂-(3,5-dimethoxyphenyl), -CH₂-(4-trifluoromethylphenyl), -CH₂-(3,5-ditrifluoromethylphenyl), 3-trifluoromethoxyphenyl, -CH₂-(4-dimethylaminophenyl), phenyl, benzyl, 2-fluorophenyl, 4-fluorophenyl, 2,4-difluorophenyl, 2,6-difluorophenyl, 4-hydroxyphenyl, 4-dimethylamino-phenyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 4-pyridyl-methyl, 4-morpholinyl-phenyl, 4-piperidinyl-phenyl, isopropyl, 4-methoxyphenyl, 4-trifluoromethylphenyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-quinolinyl, 6-quinolinyl, and 8-quinolinyl;


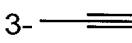
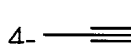
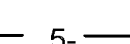
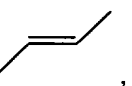
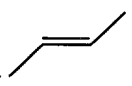
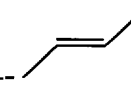
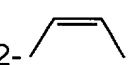
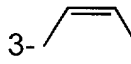
- alternatively, R¹ and R² are taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl and morpholinyl; and pharmaceutically acceptable salts thereof.

5. A compound as in Claim 4 of the formula



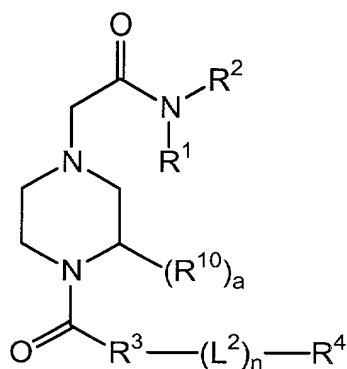
wherein

- R^2 is selected from the group consisting of $-\text{CH}_2$ -(3-trifluoromethylphenyl), $-\text{CH}_2$ -cyclohexyl, $-\text{CH}_2$ -(3,5-dimethoxyphenyl), $-\text{CH}_2$ -(4-trifluoromethylphenyl), $-\text{CH}_2$ -(3,5-ditrifluoromethylphenyl), $-\text{CH}_2$ -(4-dimethylaminophenyl), phenyl, 2-fluorophenyl, 4-fluorophenyl, 2,4-difluorophenyl, 2,6-difluorophenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-hydroxyphenyl, 4-methoxyphenyl, benzyl, 3-pyridyl, 4-pyridyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-quinoliny, 6-quinoliny, 8-quinoliny, 4-(dimethylamino)-phenyl, 4-morpholinyl-phenyl, 4-pyridyl-methyl, and 4-piperidinyl-phenyl;

- L^2 is selected from the group consisting of 2-, 3-, 4-, 5-, 2-, 3-, 4-, 2-, 3-, 2- CH_2CH_2 , 3- $\text{CH}_2\text{-CH}_2$, 4- $\text{CH}_2\text{-CH}_2$, NH-CH_2 , 4-($\text{CH}_2\text{-N(CH}_3\text{)-CH}_2$), 4-($\text{CH}_2\text{-N(CH}_3\text{)-CH}_2\text{CH}_2$), 4-($\text{CH}_2\text{-N(C(O)CH}_3\text{)-CH}_2$) and 4-($\text{CH}_2\text{-N(C(O)CH}_3\text{)-CH}_2$);

- R^4 is selected from the group consisting of phenyl, 3-phenyl; 5-phenyl, 4-chlorophenyl, 3-hydroxyphenyl, 3-(2-methylphenyl), 3-(3-aminophenyl), 2-pyridyl, 3-pyridyl, 3-(3-pyridyl), 4-pyridyl, 3-(3-thienyl), 3,5-di(trifluoromethyl)phenyl, 1-pyrrolidinyl, 2-furyl, 1-naphthyl, 2-thienyl, 1-imidazolyl, 2-benzimidazolyl and 2-tetrahydrofuryl; and pharmaceutically acceptable salts thereof.

6. A compound as in Claim 4 of the formula



wherein;

R^1 is selected from the group consisting of hydrogen and methyl;

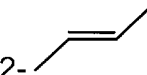
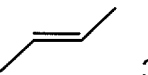
- 5 R^2 is selected from the group consisting of isopropyl, phenyl, 2-fluorophenyl, 4-fluorophenyl, 2,4-difluorophenyl, 2,6-difluorophenyl, 3-pyridyl, 1-pyrrolidinyl, 4-dimethylamino-phenyl and 4-morpholinyl-phenyl;

alternatively R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a five to six membered ring structure selected from the group consisting of 1-pyrrolidinyl, 1-piperidinyl and 1-morpholinyl;

- 10 R^3 is selected from the group consisting of phenyl and 3-(2-trifluoromethyl-furyl);

n is an integer from 0 to 1;

L^2 is selected from the group consisting of 2-, 3-,

2-, 3-, 3-CH₂-CH₂ and NH-CH₂;

- 15 R^4 is selected from the group consisting of phenyl, 4-methoxyphenyl, 4-chlorophenyl, 2-pyridyl, 3-pyridyl, 4-pyridyl and 3,5-di(trifluoromethyl)phenyl; and pharmaceutically acceptable salts thereof.

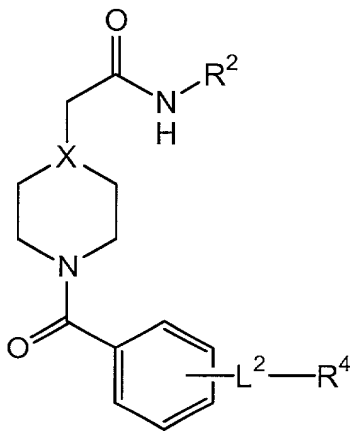
- 20 7. A compound as in Claim 4 selected from the group consisting of
N-phenyl-1-[3-(2-pyridinylethynyl)benzoyl]-4-piperidineacetamide;
N-(2,4-difluorophenyl)-1-[3-(2-pyridinylethynyl)benzoyl]-4-piperidineacetamide;

N-phenyl-4-[2-[(*E*)-2-(2-pyridinyl)ethenyl]benzoyl]-1-piperazineacetamide;

N-phenyl-4-[3-(2-pyridinylethynyl)benzoyl]-1-piperazineacetamide;

- 5 *N*-(4-hydroxyphenyl)-1-[3-(2-pyridinylethynyl)benzoyl]-4-piperidineacetamide;
and pharmaceutically acceptable salts thereof.

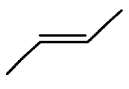
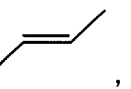
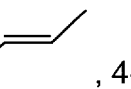
8. A compound as in Claim 4 of the formula



- 10 X is selected from the group consisting of CH and N;

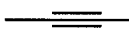
R^2 is selected from the group consisting of phenyl, 4-hydroxyphenyl, 2-fluorophenyl, 4-fluorophenyl, and 2,4-difluorophenyl;

L^2 is selected from the group consisting of 3-, 4-, 2-

, 3-, 4-, 4-(CH₂-N(CH₃)-CH₂CH₂), 4-(CH₂-N(CH₃)-

- 15 CH₂) and 3-NH-CH₂;

R^4 is selected from the group consisting of 2-pyridyl, 4-pyridyl, 4-pyrrolidinyl, 2-furyl, 1-naphthyl and 3,5-di(trifluoromethyl)phenyl;
and pharmaceutically acceptable salts thereof.

- 20 9. A compound as in Claim 8 wherein X is CH; R^2 is phenyl; L^2 is 3-; R^4 is 2-pyridyl and pharmaceutically acceptable salts thereof.

10. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

5 11. A pharmaceutical composition made by mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

12. A process for making a pharmaceutical composition comprising mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

10 13. A method of treating a nervous system disorder in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the compound of Claim 1.

15 14. The method of Claim 10, wherein the nervous system disorder is selected from the group consisting of depression, dementia, schizophrenia, bipolar disorders, anxiety, emesis, acute pain, neuropathic pain, itching, migraine and movement disorders.

20 15. A method of treating nervous system a disorder in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the composition of Claim 10.

25 16. A method of treating a nervous system disorder selected from the group consisting of depression and anxiety in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the compound of Claim 1.

30 17. A method of treating a nervous system disorder selected from the group consisting of depression and anxiety in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the pharmaceutical composition of Claim 10.

18. A method of treating a nervous system disorder selected from the group consisting of depression and anxiety in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the compound
- 5 of Claim 9.